

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
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ADVANCE WATCH COMPANY LTD., <u>et al.</u> ,	:	Case No. 15-12690 (MG)
	:	
Debtors. ¹	:	Jointly Administered
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**SECOND INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO OBTAIN
POSTPETITION FINANCING AND GRANT SECURITY INTERESTS AND
SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS; (II) MODIFYING THE
AUTOMATIC STAY; (III) AUTHORIZING THE DEBTORS TO ENTER INTO
AGREEMENTS WITH WELLS FARGO BANK, NATIONAL ASSOCIATION;
(IV) RESCHEDULING A FINAL HEARING; AND (V) GRANTING RELATED RELIEF**

This Second Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing and Grant Security Interests and Superpriority Administrative Expense Status; (II) Modifying the Automatic Stay; (III) Authorizing the Debtors to Enter Into Agreement with Wells Fargo Bank, National Association; (IV) Rescheduling a Final Hearing; and (V) Granting Related Relief (the “**Second Interim Postpetition Financing Order**”) is made this 22nd day of October, 2015.

RECITALS/FINDINGS OF FACT²

A. The Court, on October 6, 2015, entered the Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing and Grant Security Interests and Superpriority Administrative Expense Status; (II) Modifying the Automatic Stay; (III) Authorizing the Debtors to Enter Into Agreement with Wells Fargo Bank, National Association; Rescheduling a Final Hearing; and (V) Granting Related Relief (Docket No. 42) (the “**Interim Postpetition Financing Order**”).

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Advance Watch Company, Ltd. (8061); Binda USA Holdings, Inc. (8916); Sunburst Products, Inc. (5972), and GWG International, Ltd. (2468).

² Capitalized terms used but not defined in this Order shall have the same meanings ascribed to such terms in the Interim Postpetition Financing Order.

B. The Debtors and the DIP Loan Agent have consented to the relief granted in this Second Interim Postpetition Financing Order;

C. Sufficient cause exists for immediate entry of this Second Interim Postpetition Financing Order pursuant to Bankruptcy Rule 4001(c)(2).

Based upon the foregoing, and after due consideration and good cause appearing therefor;
IT IS HEREBY ORDERED, ADJUDGED AND DECREED, that as set forth herein:

1. The Interim Financing Period. Subject to the terms and conditions of this Second Interim Postpetition Financing Order, the Debtors shall be and hereby are authorized to extend the post-petition revolving credit and letter of credit facility pursuant to the terms of the DIP Credit Agreement, and to take all other actions authorized by the Interim Postpetition Financing Order during the Interim Financing Period, on the same terms and conditions set forth in the Interim Postpetition Financing Order until the earlier of (i) November 16, 2015; or (ii) the date of the Final Hearing (the “**Extended Interim Financing Period**”).

2. All other terms set forth in the Interim Postpetition Financing Order not expressly modified by this Second Interim Postpetition Financing Order, are expressly reaffirmed and shall continue in full force and effect.

3. Binding Effect. The provisions of this Second Interim Postpetition Financing Order, and any actions taken pursuant thereto, shall be effective immediately upon entry of this Second Interim Postpetition Financing Order pursuant to Bankruptcy Rules 6004(g) and 7062, shall continue in full force and effect, and shall survive entry of any such other order, including without limitation any order which may be entered confirming any plan of reorganization, converting one or more of the Cases to any other chapter under the Bankruptcy Code, or dismissing one or more of the Case.

4. This Second Interim Postpetition Financing Order shall be binding upon Debtors, all parties in interest in the Cases and their respective successors and assigns, including any trustee or

other fiduciary appointed in the Cases or any subsequently converted bankruptcy case(s) of any Debtors.

5. Reservation of Rights. Nothing in this Second Interim Postpetition Financing Order should be construed as a waiver of any of the official committee of unsecured creditors' (the "**Committee**") rights, claims, interests or arguments with respect to the Motion or Final Hearing on the Motion, all such rights being expressly reserved.

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6. Final Hearing. The Final Hearing on the Motion pursuant to Bankruptcy Rule 4001(c)(2) is rescheduled for **November 2, 2015, at 3:00 p.m. (Prevailing Eastern Time)** before this Court. The Debtors shall promptly mail copies of this Second Interim Postpetition Financing Order to the Noticed Parties, and to any other party that has filed a request for notices with this Court and to any Committee after same has been appointed, or such Committee's counsel, if same shall have filed a request for notice. Any party in interest objecting to the relief sought at the Final Hearing shall serve and file written objections, which objections shall be served upon (a) proposed counsel to the Debtors (Andrew J. Currie, Venable LLP, 575 7th Street, NW, Washington, DC 20004, rdavids@venable.com, rkapoor@venable.com, ajcurrie@venable.com); (b) counsel for the DIP Loan Agent, Otterbourg, P.C., 230 Park Avenue, New York, New York 10169-0075; Attn: Daniel F. Fiorillo, Esq., Fax: (212) 682-6104; (c) counsel to the Committee; (Arent Fox LLP, 1675 Broadway, New York, NY 10019, Attn: Robert M. Hirsh, robert.hirsh@arentfox; George Angelich, george.angelich@arentfox.com; Jordana Renert, jordana.renert@arentfox.com); (d) the U.S. Trustee; and shall be filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York, in each case, to allow actual receipt of the foregoing no later than **5:00 p.m. (Prevailing Eastern Time) on October 28, 2015.**

IT IS SO ORDERED.

Dated: October 23, 2015
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge